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ABSTRACT

At its eleventh annual meeting in 1966 the Seminar on the Acquisition of Latin American Library Materials decided that the activity carried on principally by informal cooperation up to that time should be brought into a more formal organizational pattern. Draft texts of the Constitution, By-Laws, and Articles of Incorporation were prepared and discussed for several months, and presented to the Twelfth Seminar by the Steering Committee's Ad Hoc Committee on Incorporation of SALALM. Incorporation of the Seminars was approved in the District of Columbia in January 1968. Efforts were made for tax exempt and tax deduction status so that grants and contracts to carry out certain activities of interest to it requiring funds beyond the membership fee could be accepted. These are the three basic documents of the organization including the Constitution, By-Laws and Articles of Incorporation. (Author/AB)

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BASIC DOCUMENTS OF THE SEMINAR ON THE ACQUISITION OF LATIN AMERICAN LIBRARY MATERIALS, INC.

May
1968

UNION PANAMERICANA

Secretaría General de la Organización de los Estados Americanos

WASHINGTON, D.C.

Latin American Union

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INTRODUCTION

At its Eleventh annual meeting in 1966 the Seminar on the Acquisition of Latin American Library Materials decided that the activity carried on principally by informal cooperation up to that time should be brought into a more formal organizational pattern. Draft texts of the Constitution, By-Laws, and Articles of Incorporation were prepared and discussed for several months, and presented to the Twelfth Seminar by the Steering Committee's Ad hoc Committee on Incorporation of SALALM, composed of Dr. Nettie Lee Benson, Luther H. Evans, Stanley L. West, and Peter de la Garza, Chairman. Incorporation of the Seminars as an association was approved in the District of Columbia in January 1968.

Efforts are now being made to have it granted tax exempt and tax deduction status so as to be able to accept grants and contracts to carry out certain activities of interest to it requiring funds beyond the membership fee.

These are the three basic documents of the new organization. At its Thirteenth annual meeting at the University of Kansas, Lawrence, Kansas, June 20-22, 1968, the first steps will be taken for its function as an organization.

Marietta Daniels Shepard
Secretary of SALALM
May 1968

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THE SEMINAR ON THE ACQUISITION OF LATIN AMERICAN LIBRARY MATERIALS

CONSTITUTION

Article I

NAME AND STATUS

Section 1. The name of the body shall be THE SEMINAR ON THE ACQUISITION OF LATIN AMERICAN LIBRARY MATERIALS, referred to hereinafter as "SALALM".

Section 2. SALALM shall be a nonprofit corporation that shall qualify and remain qualified as exempt from federal income tax under Section 501 (c) (6) of the United States Internal Revenue Code of 1954, as the same may be amended from time to time.

Article II

PURPOSES

Section 1. The purposes of SALALM shall be: to promote the improvement of library services in support of study and research activities in Latin American and Inter-American Affairs; to provide a professional association in which scholars, librarians and others interested in book and library resources relating to Latin American and Inter-American studies can discuss problems, and carry out programs, of common interest; and to promote cooperative efforts to achieve better library services as a means of encouraging and advancing international understanding in the Western Hemisphere.

Section 2. In pursuance of these purposes, SALALM shall carry on the following and related activities:

- a) Encouraging and advancing international understanding among the people of the Americas, especially through the stimulation of the wider availability of works in published or photocopied forms in the libraries of the Hemisphere;

- b) Furthering cooperation among professors, librarians and specialists in inter-American and Latin American studies in the Hemisphere so as to aid the development of library collections for the support of educational research, institutions and programs;
- c) Supporting and, as appropriate, promoting, conducting, or participating in research and studies of current and potential problems in the production, distribution and use of library materials, and in the compilation of bibliographies useful for educational and research purposes;
- d) Sponsoring, supporting, or participating in the preparation, publication, and dissemination of information related to the purposes stated in this article;
- e) Maintaining relations and exchanging reports, works, and publications with similar scientific and educational institutions and associations and international organizations;
- f) Serving as an information center on book publishing and bibliographic compilation in the Hemisphere for its members, facilitating the exchange of bibliographic information and documents;
- g) Sponsoring, supporting, conducting, or participating in educational programs to serve the purposes stated in this article;
- h) Sponsoring, conducting or participating in periodic meetings, including scientific, library, and bibliographic conferences, seminars, or round tables on topics related to the publishing, distribution and use of books and other printed materials and their acquisition by libraries, as well as in library development in general;
- i) Promoting the establishment of similar associations and activities in any of the American countries or in other countries where there is teaching and research interest in Latin American and inter-American studies;
- j) Raising funds and accepting contributions of money, materials, property services, and trained personnel for the activities stated in this article;
- k) Buying, owning, receiving, accepting, selling, conveying, assigning, mortgaging, or otherwise exercising all privileges of ownership over any real estate and any personal property necessary or incident to the scientific and educational nonprofit purposes of the organization;

- l) Entering into any kind of activity, and performing and carrying out contracts and agreements of any kind necessary to, in connection with, or incidental to the accomplishment of any one or more of the purposes of the organization;
- m) Without limitation or restriction upon any of the specified powers and purposes of the organization, engaging in any permitted and lawful activity in furtherance of the purposes and objectives for which SALALM is established and as may be incidental, necessary, or convenient in connection with its purposes, objectives and business and which may be calculated directly or indirectly to further the intention, purposes, and objectives of SALALM.

Notwithstanding any provision in the foregoing paragraphs which may be construed to the contrary, SALALM shall not engage in any activities other than those necessary to carry out its purposes in a manner consistent with the requirements of the Internal Revenue Code of 1954, as presently enacted or as hereafter amended, and related sections of the law.

Article III

MEMBERSHIP

Section 1. Any person, library or other organization interested in the purposes of SALALM may become a member upon payment of the dues as provided for in the Bylaws.

Article IV

OFFICERS AND EXECUTIVE COMMITTEE

Section 1. Officers. The officers of the organization shall be: a President; a Vice-President (President-Elect); an Executive Secretary; and a Secretary-Treasurer. The Executive Secretary and the Secretary-Treasurer shall be appointed by the Executive Board, and shall hold office at its pleasure. Only personal members shall have the right to hold office.

Section 2. Executive Committee. The President, Executive Secretary, and the Secretary-Treasurer shall constitute the Executive Committee of SALALM and shall have the responsibility to take urgent administrative measures as well as other duties as specified in the Bylaws.

Section 3. Duties of Officers. The President, President-Elect, Executive Secretary, and Secretary-Treasurer shall perform the duties pertaining to their respective offices and such other duties as may be approved by the Executive Board.

- a) President. The President shall serve a one-year term and upon retirement he shall remain as a member of the Executive Board for one year.
- b) Vice-President. The Vice-President is President-Elect and shall serve the first year after election as Vice-President, the second year as President, and the third year as immediate Past President. In the event he does not advance to the presidency, nominations and elections for the presidency shall be as prescribed in the Bylaws for the vice-presidency.
- c) Executive Secretary. The Executive Secretary shall be in charge of secretariat activities of SALALM and of its personnel, shall plan and convoke meetings, and perform all duties customary to the office, or that may be assigned to him by the Executive Board. He may be a salaried executive officer. He shall present reports of his action.
- d) Secretary-Treasurer. The Secretary-Treasurer, under the direction of the Executive Board, shall be custodian of the funds of the organization and shall carry out such other duties as are specified in the Bylaws.

Section 4. Vacancies. In the event of the absence, death, resignation, or incapacity of any of the officers, replacement shall be made in accordance with the provisions of the Bylaws.

Section 5. Appointments. The President, with the advice and majority consent of the Executive Board, shall appoint all other officers and all committees of the organization as specified in the Bylaws and others found appropriate from time to time, and shall fix the compensation of all paid officers and employees. Only personal members of the organization shall be appointed to committees except by authorization of the Executive Board.

Section 6. Terms of Office. All officers and all elected members of the Executive Board shall serve until the adjournment of the meeting at which their successors are chosen.

Article V

EXECUTIVE BOARD

Section 1. The Executive Board shall administer the affairs of the organization, and for corporate purposes is considered to be its Board of Directors.

- a) The Executive Board shall be composed of: the immediate Past President, the officers of the association, the Rapporteur-General of the annual conference, and six elected members-at-large.
- b) The terms of the elected members-at-large shall be for three years. Two shall be elected each year as specified in the Bylaws.
- c) The Rapporteur-General shall be appointed by the Executive Secretary and shall serve as a member of the Executive Board in an ex officio capacity.

Section 2. Duties of the Executive Board. The Executive Board shall be responsible for administering, directing, and managing the affairs and property of SALALM and for carrying out the purposes of the organization as specified in Article II of the Constitution and in the applicable laws of the District of Columbia and of the federal government, and for implementing the agreements and resolutions adopted at the congresses and meetings of the members. It shall control and manage all real and personal property belonging to SALALM and shall receive gifts, grants, donations and approve and implement annual budgets.

Section 3. Meetings of the Executive Board. The Executive Board shall meet as frequently as the interests of the Association dictate, and at least once a year.

Section 4. Quorum and Voting. The Executive Board shall reach its decisions by a majority of the members present and voting. A quorum shall be constituted by a majority of members. When the Board is unable to meet, its members may be consulted on urgent matters by correspondence or telephone through the Executive Secretary.

Section 5. Special Projects. The Executive Board may determine the nature and procedure of special projects recommended at the meetings of members of SALALM or which during the course of the year it deems desirable in fulfillment of the objectives of SALALM.

Article VI

MEETINGS

Section 1. General and specialized meetings of SALALM will be held in accordance with the provisions of the Bylaws.

Article VII

BYLAWS

Section 1. All proposals for amending the Bylaws shall be referred to the Executive Board. Bylaws may be adopted, suspended and amended by a majority vote of the members present at a general meeting of SALALM or casting ballots in a mail vote within 30 days following a mailing by the Executive Secretary of a request for such a vote.

Article VIII

AMENDMENTS

Section 1. All proposals for amending the Constitution shall be referred to the Executive Board. The Constitution may be amended by a two-third vote of the members present at a general meeting of SALALM or by a majority of those members who vote within 30 days following a mailing by the Executive Secretary of a request for such a vote.

Article IX

TRANSITIONAL

Section 1. This Constitution and its Bylaws shall become effective when a majority of registered participants in a constitutional assembly held during a regular meeting of SALALM declares that SALALM shall be organized formally and incorporated as a nonprofit association. Registered participants in the constitutional assembly shall thereupon become members whose first order of business is to adopt this Constitution and its Bylaws, and then to elect the officers and the Executive Board, under procedures agreed upon by the Constituent assembly.

Section 2. The Executive Board shall take appropriate steps to incorporate the association and then to obtain for it tax-exempt status under Section 501 (c) (6) of the United States Internal Revenue Code of 1954, as amended.

Section 3. This Article IX shall be deleted from the text of this Constitution when its provisions have been executed.

THE SEMINAR ON THE ACQUISITION OF LATIN AMERICAN LIBRARY MATERIALS

" BYLAWS

Article I

MEMBERSHIP

Section 1. The membership of SALALM shall consist of honorary and regular members, who shall be institutional members, personal members, and special members.

- a) Honorary Members shall be elected by the regular members of SALALM for distinguished work in the field of improved library support for Latin American and inter-American studies and research.
- b) Personal Members are scholars, specialists, librarians and others who have responsibility for or interest in the improvement of library services for Latin American and inter-American studies and research.
- c) Institutional Members shall include schools, universities, libraries, institutions, associations or societies, government agencies and international organizations, and other organizations interested in library support for Latin American and inter-American studies and research.
- d) Special Members shall be individuals and agencies, public and private, which contribute to sustaining the regular or special programs and activities of SALALM and which aid it in the achievements of its objectives, and who are invited by the Executive Board to special membership:

Section 2. Dues, Rights, and Privileges. Only personal members in good standing shall be eligible to vote, to be officers, and to serve on the Executive Board and on Standing Committees. All classes of members in good standing shall equally receive general communications and publications which SALALM distributes to its membership, including the Final Report and Working Papers of the annual Seminars.

- a) Dues, payable on June 1 of each year, shall be as follows:

- 1) For Institutional Members: \$10.00 per year
- 2) For Personal Members: \$5.00 per year outside of Latin America; \$3.00 for those from Latin America, Puerto Rico and the Caribbean
- 3) For Special Members: \$100.00 per year
- 4) For Honorary Members; No dues

Section 3. Unpaid Dues. Members whose dues are unpaid by September 1 of each year and who shall continue such delinquency for one month after notice of the same has been sent, shall be dropped from membership. Lapsed members may be reinstated upon payment of dues for the current year.

Section 4.

- a) Fiscal Year. The fiscal year of the organization shall end August 31. The fiscal year shall govern all business and activities of the organization except as otherwise provided in the Constitution and Bylaws.
- b) Conference Year. The conference year shall be that period beginning with the adjournment of the annual Seminar and ending with the adjournment of the next succeeding annual conference.
- c) Membership Year. The membership year for SALALM shall begin on June 1.

Article II

MEETINGS

Section 1. The Annual Seminar. SALALM shall hold a program meeting once a year at a time and place determined by the Executive Board. For all persons attending any meeting or conference of SALALM there may be a registration fee as fixed by the Executive Board. All members shall be notified of the holding of the annual Seminar at least two months in advance.

Section 2. Special and Regional Meetings. Special and regional meetings of SALALM may be called by the Executive Board, such as a meeting at the annual Midwinter meeting of the American Library Association. Only one month's notice shall be given and only business specified in the call shall be transacted.

Section 3. Quorum and Voting. A majority of those registered for the meetings shall constitute a quorum. Resolutions, recommendations, and decisions of the meetings shall be adopted by a majority of those voting. Votes by mail may be cast at the discretion of and in the manner prescribed by the Executive Board.

Section 4. Organizing Committee for Meetings. The Organizing Committee for Meetings shall be composed of the President, the Executive Secretary, the representative of the institution which is host to the Annual Seminar or other duly called meetings, and those persons who may be appointed to assist in local planning for the meeting. The Organizing Committee shall have responsibility for everything concerning local arrangements and may, in agreement with the Executive Board, have the responsibility for the pre-printing of the working papers and other documents of the meeting.

Section 5. Observers at Meetings of SALALM. Participants from Latin America and personnel of the host institution may attend the meetings of SALALM, without payment of the registration fee, as observers with voice but without vote.

Section 6. Registration Fees. The Executive Board will determine the basic registration fee for meetings of SALALM. Local costs for each meeting will be determined by agreement between the representative of the host institution and the Executive Secretary, to form part of the registration fee.

Article III

NOMINATIONS AND ELECTIONS

Section 1. The President shall appoint a Nominating Committee of three persons which shall present a ballot for Vice-President (and President-Elect) and for members-at-large of the Executive Board, such list to be submitted to the President one month before the announced date of the Annual Seminar. No member of the Nominating Committee may be a candidate for office.

- a) Election shall be by written ballot at the time of the Annual Seminar.
- b) Additional names can be written in on the ballot form.
- c) Each year the Nominations Committee shall nominate candidates for two vacancies on the Executive Board for three-year terms.

Section 2. In the event of death or resignation of the Vice-President or a member of the Executive Board, candidates will be nominated for each vacancy.

Article IV

COMMITTEES

Section 1. Authorization. The Committees of SALALM as a whole shall be authorized by action of the organization or by the Executive Board, except as otherwise provided in the Constitution and Bylaws.

Section 2. Standing Committees. Standing Committees may be established to consider matters related to SALALM that require continuity of attention by the members. Their name, function, size and term of appointment shall be determined by the Executive Board.

Section 3. Appointments. Appointments shall be made to committees by the Vice-President (and President-Elect) during the annual meeting of SALALM for his term as president. He may name the chairman of each committee or request the committee to elect its own chairman. Subsequent appointments to fill vacancies on or to make additions to committees may be made by the President.

Section 4. Discontinuance. A committee may be discontinued only by the agency authorizing it.

Article V

VACANCIES

Section 1. Appointments to fill vacancies in elective positions of members-at-large shall be made by the Executive Board until it is possible for the organization to fill the vacancy at the next regular annual Seminar, in accordance with the Bylaws.

- a) President and Vice-President. In the event that a vacancy occurs in the office of the President, his duties shall fall upon the Vice-President who shall serve as President through the current and succeeding year terms. If neither the President nor the Vice-President is able to serve, the Executive Board shall elect one of its members to serve as Acting President. When a regular election is next held, a President and a Vice-President shall be elected.

- b) Executive Board. Vacancies on the Executive Board shall be filled for the unexpired term by election at the next regular election after the vacancy occurs.

Article VI

FINANCIAL MATTERS

Section 1. The Secretary-Treasurer shall assist the President and Executive Secretary in preparing the annual budget, and in matters dealing with financial policies and plans. Receipts and disbursements of all monies shall be handled by duly authorized persons after it has been ascertained by the Secretary-Treasurer that the amounts are correct and after the expenditures have been authorized by him.

Section 2. At the discretion of the Executive Board an annual audit may be made by a commercial auditor. An annual report of the expenditures and of the fiscal status of SALALM shall be made to membership.

Article VII

HEADQUARTERS AND LANGUAGES

Section 1. The headquarters of SALALM shall be located in Washington, D. C.

Section 2. The official languages of SALALM shall be those of the American Republics.

Section 3. The working languages of SALALM shall be English and Spanish.

Section 4. Working papers may be submitted in any of the languages of the American republics, with abstracts in English of those submitted in other languages.

Article VIII

DISSOLUTION

Section 1. In the event of the dissolution of SALALM, any assets remaining after payment, satisfaction, and discharge of any existing liabilities or obligations, and after lawful provisions for the administration and disposition of any property held in trust by or for SALALM, and all other acts required to adjust and wind up its business and affairs having been done, SALALM's assets shall be collected and distributed entirely to or among one or more organizations devoted exclusively to educational, charitable, or scientific purposes and exempt from Federal taxation. No private member or individual shall have any right, title, or interest to any remaining assets of the organization. No distribution of assets shall go to any organization any part of whose net earning inure to the benefit of any private individual shareholder; nor shall any assets be distributable to any organization, a substantial part of whose activities is carrying on propaganda, or otherwise attempting, to influence legislation, or which participates in or intervenes in any political campaign on behalf of any candidate for public office.

Article IX

RULES OF ORDER

Section 1. The rules contained in Robert's Rules of Order shall govern the Seminars in all cases to which they are applicable, and in which they are not inconsistent with the Constitution and Bylaws.

ARTICLES OF INCORPORATION
OF
THE SEMINAR ON THE ACQUISITION OF
LATIN AMERICAN LIBRARY MATERIALS

To: The Recorder of Deeds, District of Columbia
Washington, D. C.

We, the undersigned, natural persons of the age of twenty-one years or more, desiring to associate ourselves as a corporation pursuant to the provisions of the District of Columbia Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation:

Article I

The name of this corporation is "THE SEMINAR ON THE ACQUISITION OF LATIN AMERICAN LIBRARY MATERIALS, INC."

Article II

The period of duration is perpetual.

Article III

The purposes for which the corporation is organized are as follows:

1. To provide for a professional association in which scholars, librarians and others concerned with information resources in support of Latin American and inter-American studies programs can discuss matters and carry out activities of common interest.
2. To promote the improvement of library, bibliographic and research services on Latin America through such programs and activities as may be appropriate and feasible.
3. To promote cooperative efforts to achieve better library services as a means of encouraging and advancing international understanding in the Western Hemisphere.

Article IV

The corporation will have members composed of individuals and institutions with such rights and privileges as are set forth in the Bylaws.

Article V

The officers of this corporation shall be elected as provided in the Bylaws.

Article VI

Provisions for the regulation of the internal affairs of the corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

It is the intention of the corporation at all times to qualify and remain qualified as exempt from federal income tax under Sections 501 (c) (6) of the U. S. Internal Revenue Code of 1954, as the same may be from time to time amended.

Accordingly:

1. The corporation shall not be conducted or operated for profit, and no part of the net earnings of the corporation shall inure to the benefit of any member or individual other than for reasonable compensation for services rendered the corporation in pursuance of the purposes specified in Article Three;

2. No part of the net earnings or of the property or assets of the corporation shall be used other than for the objects and purposes of the corporation set out in Article Three of these Articles of Incorporation;

3. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate in, or intervene in (including publishing or distributing of statements) any political campaign for or on behalf of any candidate for public office;

4. No corporation or other organization shall be eligible as a donee, grantee, assignee, distributee or other transferee of the corporation unless contributions to such corporation or other organization are deductible under Section 170 (c) (1) or (2) of the U. S. Internal Revenue Code, as such sections may be amended.

In the event of a liquidation, dissolution or termination of the corporation (whether voluntary, involuntary or by operation of law), the total assets remaining after all debts have been duly satisfied shall be distributed in accordance with the Bylaws, provided that none of the property or assets of the corporation shall be made available in any way to any individual, corporation or other organization, except to one or more corporations or other organizations which qualify as exempt from federal income tax under Section 501 (c) (6) of the U. S. Internal Revenue Code of 1954, as the same may be from time to time amended, or to one or more corporations or other organizations, contributions to which are deductible under Section 170 (c) (1) or (2) of said code, as the same may be from time to time amended.

Article VII

The address, including street and number of its initial registered office is 1744 C Street, N. W., Washington, D. C., 20006, and the name of its initial registered agent at such address is Marietta Daniels Shepard.

Article VIII

The number of directors constituting the initial executive board is five (5) and the names and addresses, including street and number where applicable of the persons who are to serve as the initial board members until the first annual meeting or until their successors be elected and qualified are:

<u>Name</u>	<u>Address</u>
Alice D. Ball	United States Book Exchange 335 V Street N. E. Washington, D. C. 20018
Dr. A. William Bork	Southern Illinois University Carbondale, Illinois 62901
Dr. A. Curtis Wilgus	1140 N. E. 19th Street, Apt. D14 Miami Beach, Florida 33162
Mrs. Marietta Daniels Shepard	3025 Ontario Road N. W. Washington, D. C. 20009
Peter Jo de la Garza	122 10th Street S. E. Washington, D. C. 20003

Article IX

The name and address of each incorporator is:

Mrs. Marietta Daniels Shepard	3025 Ontario Road N. W. Washington, D. C. 20009
Mr. Peter J. de la Garza	122 10th Street S. E. Washington, D. C. 20003
Mr. Donald F. Wisdom	5812 Massachusetts Ave. Bethesda, Md. 20016

WITNESS OUR SIGNATURES ON this 18 day of

Dec., 1967.

(signed) Marietta Daniels Shepard

(signed) Peter J. de la Garza

(signed) Donald F. Wisdom